

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L45203UP2007PLC033119

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCJ9042R

(ii) (a) Name of the company

JAYPEE INFRATECH LIMITED

(b) Registered office address

Sector-128  
Noida  
Uttar Pradesh  
201304  
India

(c) \*e-mail ID of the company

suman.lata@jalindia.co.in

(d) \*Telephone number with STD code

01204963100

(e) Website

www.jaypeeinfratech.com

(iii) Date of Incorporation

05/04/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2003PTC041636

Pre-fill

Name of the Registrar and Transfer Agent

KARVY COMPUTERSHARE PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

46,,AVENUE, 4TH STREET,NO.1, BANJARA HILLS,  
HYDERABAD.

(vii) \*Financial year From date 01/04/2015 (DD/MM/YYYY) To date 31/03/2016 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

30/09/2016

(b) Due date of AGM

30/09/2016

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	9.78
2	L	Real Estate	L1	Real estate activities with own or leased property	90.22

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JAIPRAKASH ASSOCIATES LIM	L14106UP1995PLC019017	Holding	71.64

2	JAYPEE HEALTHCARE LIMITED	U85191UP2012PLC053358	Subsidiary	100
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,500,000,000	1,388,933,497	1,388,933,497	1,388,933,497
Total amount of equity shares (in Rupees)	25,000,000,000	13,889,334,970	13,889,334,970	13,889,334,970

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	2,500,000,000	1,388,933,497	1,388,933,497	1,388,933,497
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	13,889,334,970	13,889,334,970	13,889,334,970

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	0	0	0
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Preference Shares				
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
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<b>Equity shares</b>				
<b>At the beginning of the year</b>	1,388,933,497	13,889,334,970	13,889,334,970	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
<b>At the end of the year</b>	1,388,933,497	13,889,334,970	13,889,334,970	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				

<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
Type of transfer	<input style="width: 100px; height: 30px;" type="text"/> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px; height: 30px;" type="text"/>
Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px; height: 30px;" type="text"/>
Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	8,000	1,000,000	8,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			84,456,356,513
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			2,317,439,103
<b>Total</b>			<b>94,773,795,616</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	13,000,000,000	3,000,000,000	8,000,000,000	8,000,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

27,997,827,656

**(ii) Net worth of the Company**

59,827,617,433

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	995,000,000	71.63769915	0	
10.	Others	0	0	0	
	<b>Total</b>	995,000,000	71.64	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	112,470,070	8.09758496	0	
	(ii) Non-resident Indian (NRI)	4,147,345	0.29859925	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	72,903,656	5.24889465	0	
5.	Financial institutions	70,205,729	5.05465014	0	
6.	Foreign institutional investors	59,901,723	4.31278554	0	
7.	Mutual funds	5,757	0.00041449	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	69,779,586	5.02396883	0	
10.	Others JAYPEE GROUP EMPLOYEES	4,519,631	0.32540298	0	
	<b>Total</b>	393,933,497	28.36	0	0

**Total number of shareholders (other than promoters)**

134,976

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

134,977

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	135,805	134,976
Debenture holders	1	1

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	6	11	5	10	0	0
(i) Non-Independent	6	2	5	2	0	0
(ii) Independent	0	9	0	8	0	0
<b>C. Nominee Directors representing</b>	0	1	0	1	0	0
(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	6	12	5	11	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

17

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANOJ GAUR	00008480	Managing Director	45,000	
SUNIL KUMAR SHARM	00008125	Director	75,000	
SAMEER GAUR	00009496	Whole-time directo	1,000	
BASANT KUMAR GOS	00003782	Director	4,000	
RAMESH CHANDRA V.	01068196	Director	0	
SUNDARAM BALASUB	02849971	Director	0	
SURESH CHANDRA G	01127801	Director	0	24/08/2016
ARUN BALAKRISHNAN	00130241	Director	0	
BRIJ BEHARI TANDON	00740511	Director	0	
ANAND BORDIA	00679165	Director	7,000	
LALIT BHASIN	00002114	Director	1,100	
SALILA GEORGE	02236134	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAKESH SHARMA	00009952	Whole-time director	8,000	
SACHIN GAUR	00387718	Whole-time director	21,000	
REKHA DIXIT	00913685	Whole-time director	1,000	
GAURAV JAIN	01102024	Whole-time director	5,000	
SUMAN LATA	ABLPL2864P	Company Secretary	1,300	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PRAMOD KUMAR AGGARWAL	06899447	Whole-time director	31/12/2015	CESSATION
PARTHASARATHI UMASHANKAR	00130363	Director	12/01/2016	CESSATION
GOPALKRISHNA ANNAM	00161730	Nominee director	23/01/2016	CESSATION
SALILA GEORGE	02236134	Nominee director	23/01/2016	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	27/08/2015	134,407	396	74.31

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2015	18	13	72.22222222
2	06/08/2015	18	12	66.66666667

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	02/11/2015	18	15	83.33333333
4	11/02/2016	16	15	93.75

#### C. COMMITTEE MEETINGS

Number of meetings held

26

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	28/05/2015	3	2	66.66666667
2	AUDIT COMM	06/08/2015	3	3	100
3	AUDIT COMM	02/11/2015	3	3	100
4	AUDIT COMM	11/02/2016	3	3	100
5	AUDIT COMM	29/03/2016	3	3	100
6	NOMINATION	28/05/2015	3	3	100
7	NOMINATION	11/02/2016	3	3	100
8	CORPORATE	28/05/2015	3	2	66.66666667
9	CORPORATE	10/02/2016	3	3	100
10	STAKEHOLDER	30/07/2015	3	2	66.66666667

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2016
								(Y/N/NA)
1	MANOJ GAUR	4	2	50	0	0	0	Yes
2	SUNIL KUMAR	4	4	100	6	3	50	Yes
3	SAMEER GAUR	4	1	25	14	14	100	No
4	BASANT KUMAR	4	4	100	12	12	100	Yes
5	RAMESH CHANDRA	4	4	100	2	2	100	No
6	SUNDARAM E	4	3	75	0	0	0	No
7	SURESH CHANDRA	4	4	100	0	0	0	Not Applicable
8	ARUN BALAKRISHNAN	4	2	50	0	0	0	No
9	BRIJ BEHARI	4	4	100	7	7	100	Yes
10	ANAND BORDIA	4	4	100	9	9	100	Yes
11	LALIT BHASIN	4	4	100	0	0	0	No
12	SALILA GEOFFREY	1	1	100	0	0	0	No
13	RAKESH SHARMA	4	1	25	0	0	0	No
14	SACHIN GAUR	4	3	75	24	22	91.66666667	Yes
15	REKHA DIXIT	4	3	75	2	2	100	Yes
16	GAURAV JAIN	4	3	75	6	6	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAMEER GAUR	JT. MANAGING	18,734,229	0	0	0	18,734,229
2	SACHIN GAUR	WHOLE-TIME D	16,481,167	0	0	0	16,481,167
3	REKHA DIXIT	WHOLE-TIME D	8,377,074	0	0	0	8,377,074
4	RAKESH SHARMA	WHOLE-TIME D	18,066,862	0	0	0	18,066,862
5	GAURAV JAIN	WHOLE-TIME D	6,823,290	0	0	0	6,823,290
	Total		68,482,622	0	0	0	68,482,622

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUMAN LATA	COMPANY SEC	1,949,122	0	0	0	1,949,122
	Total		1,949,122	0	0	0	1,949,122

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BASANT KUMAR G	INDEPENDENT	0	0	0	440,000	440,000
2	BRIJ BEHARI TAN	INDEPENDENT	0	0	0	280,000	280,000
3	RAMESH CHANDR	INDEPENDENT	0	0	0	180,000	180,000
4	SUNDARAM BALAS	INDEPENDENT	0	0	0	100,000	100,000
5	SURESH CHANDR	INDEPENDENT	0	0	0	120,000	120,000
6	ARUN BALAKRISH	INDEPENDENT	0	0	0	80,000	80,000
7	ANAND BORDIA	INDEPENDENT	0	0	0	400,000	400,000
8	SUNIL KUMAR SH	VICE CHAIRMA	0	0	0	200,000	200,000
9	IDBI BANK	NOMINEE DIRE	0	0	0	120,000	120,000
10	LALIT BHASIN	INDEPENDENT	0	0	0	120,000	120,000
11	MANOJ GAUR	CHAIRMAN CUI	0	0	0	60,000	60,000
	Total		0	0	0	2,100,000	2,100,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

## XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

## XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ANJALI YADAV

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7257

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number  Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

MGT-8.pdf  
Transfer Details.pdf  
Point No IXC.pdf  
FORM MGT-7.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



## JAYPEE INFRATECH LIMITED

Regd. Office: SECTOR 128, NOIDA UTTAR PRADESH 201304

CIN NO: L45203UP2007PLC033119

Date of closure of previous financial year : 31/03/2015

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000133	AJAY AJMANI
2	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000134	AJAY AJMANI
3	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000135	AJAY AJMANI
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6	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000138	AJAY AJMANI
7	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000139	AJAY AJMANI
8	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000140	AJAY AJMANI
9	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000141	AJAY AJMANI
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13	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000145	AJAY AJMANI
14	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000146	AJAY AJMANI
15	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000147	AJAY AJMANI
16	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000148	AJAY AJMANI
17	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000149	AJAY AJMANI
18	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000150	AJAY AJMANI
19	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000151	AJAY AJMANI
20	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000152	AJAY AJMANI
21	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000153	AJAY AJMANI
22	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000154	AJAY AJMANI
23	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000155	AJAY AJMANI
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27	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000159	AJAY AJMANI
28	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000160	AJAY AJMANI
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31	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000163	AJAY AJMANI
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34	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000166	AJAY AJMANI
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36	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000168	AJAY AJMANI
37	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000169	AJAY AJMANI
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53	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000185	AJAY AJMANI
54	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000186	AJAY AJMANI
55	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000187	AJAY AJMANI
56	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000188	AJAY AJMANI
57	30/07/2015	1	1	10	JIL9500023	AJAY AJMANI	JIL0000189	AJAY AJMANI

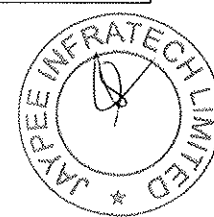
[illegible]

**SINCE IN POINT IX C, THE PROVISION IS MADE ONLY FOR 10 COMMITTEE MEETINGS. HOWEVER, IN OUR COMPANY WE HAD 26 COMMITTEE MEETINGS. DETAILS OF THE SAME IS AS UNDER:**

**C. COMMITTEE MEETINGS**

Number of meetings held - 26

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	As % age of total members
11	Stakeholders Relationship Committee	21/09/2015	3	3	100
12	Stakeholders Relationship Committee	15/02/2016	3	2	66.67
13	Stakeholders Relationship Committee	29/02/2016	3	2	66.67
14	Finance Committee	29/04/2015	4	4	100
15	Finance Committee	18/05/2015	4	4	100
16	Finance Committee	06/06/2015	4	4	100
17	Finance Committee	29/06/2015	4	4	100
18	Finance Committee	28/08/2015	4	4	100
19	Finance Committee	12/09/2015	4	4	100
20	Finance Committee	29/03/2016	4	4	100
21	Fund Raising Committee	24/07/2015	3	3	100
22	Fund Raising Committee	09/11/2015	3	3	100
23	Fund Raising Committee	27/11/2015	3	3	100
24	Fund Raising Committee	11/02/2016	3	3	100
25	Fund Raising Committee	25/02/2016	3	3	100
26	Fund Raising Committee	26/02/2016	3	3	100



**Form No. MGT-8**

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **M/s JAPYEE INFRATECH LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2016. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of:

**1. Its status under the Act;**

The Company has adhered to the provisions of the applicable laws to maintain active status as a Listed Public Limited Company (with CIN: L45203UP2007PLC033119) under the Act.

**2. Maintenance of registers/records & making entries therein within the time prescribed therefore;**

The Company has properly maintained the required Statutory Registers/records in compliance with the provisions of the Companies Act, 2013. and made entries therein within the prescribed time.

**3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;**

The Company has filed the requisite forms and Returns with the Registrar of Companies, Central Government and other authorities within the prescribed time limit and in case of delay, the forms have been filed with the prescribed additional fees.





4. **Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;**

The Company had called, convened and held the meetings of the Board of Directors, its Committees namely: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Finance Committee and Fund Raising Committee and of members on due dates including the circular resolutions, as stated in the Annual Return in respect of which adequate and proper notices were given and the proceedings thereof have been properly recorded in the Minutes Book and Registers have been maintained for the purpose and the same have been signed.

No resolutions were passed by Postal Ballot.

5. **Closure of Register of Members / Security holders, as the case may be.**

The Company has closed its Register of Members and Share Transfer Books from Thursday, 20<sup>th</sup> August, 2015 to Thursday, 27<sup>th</sup> August, 2015 (both days inclusive) for the purpose of 8<sup>th</sup> Annual General Meeting.

6. **Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;**

The Company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.

7. **Contracts/arrangements with related parties as specified in section 188 of the Act;**

All contracts/arrangements/transactions entered into by the Company with related parties were in the ordinary course of business and on arm's length basis. During the year, Company has entered into a contract/arrangement with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions and the Company has obtained the necessary approvals of Audit Committee, Board Meetings and Shareholders.

8. **Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;**

Comments/Observations:





No buy back of securities/alteration or reduction of share capital/ conversion of shares/ securities took place during the financial year 2015-16. The company has issued share certificates in respect of which request for re-materialization of shares have been received by the Company.

All the transfers/transmission of shares during the Financial Year 2015-16 have been appropriately recorded. Record of Shares Transfers has been maintained by M/s Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company.

During the year under report, the Company has issued 3000 13% NCDs of the face value of Rs.10,00,000/- each aggregating to Rs. 300 crores to Axis Bank Limited and redeemed 5000 8% and 3000 13% NCDs of the face value of Rs.10,00,000/- each during the year under report. As on 31<sup>st</sup> March, 2016, 8000 NCDs were outstanding as under:

1. 4000 9.5% Secured Redeemable Non Convertible Debentures
2. 2000 10.50% Secured Redeemable Non Convertible Debentures
3. 2000 11% Secured Redeemable Non Convertible Debentures

**9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act**

**Comments/Observations:**

As per the information & explanation provided to us by the management, there were no instances of keeping in abeyance the rights to dividend, rights shares and bonus shares, pending registration of transfer of shares.

**10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;**

The Company has not declared/paid any dividend during the Financial Year 2015-16. Further, as per the information & explanation provided to us by the management, the Company was not required to transfer any amount, not being due, to the Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013.

**11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;**

The Audited Financial Statements and the Boards' Report for the Financial Year 2015-16 have been duly signed as per the requirements of Section 134 of the Act.

Further the Boards' Report for the financial year 2015-16 contains all the details, including explanations/comments of the Board on observations, qualifications, disclaimer made by the Auditor's in their Report, as required under sub section (3) & (5) of Section 134 of the Act.





**12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;**

The Board of Directors was duly constituted in accordance with the provisions of the Act and the SEBI Listing Regulations.

The appointment(s)/ re-appointment(s)/ retirement/remuneration of Directors, Key Managerial Personnel was in compliance with the applicable provisions of the Act and requisite disclosures for Directors and KMPs were made.

Remuneration paid to the Whole-time Directors of the company was within the permissible limits and duly approved by the shareholders of the company.

Further no filling up of casual vacancies took place during the Financial Year 2015-16.

**13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;**

**Comments/Observations:**

The ratification of the appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) as Statutory Auditors made in the 8<sup>th</sup> AGM held on 27<sup>th</sup> August, 2015 was in accordance with the provisions of Section 139 of the Act.

Further no reappointment or filling up of casual vacancies of auditors took place during the Financial Year 2015-16.

**14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;**

During the year under report, the Company had approached the Company Law Board for granting extension of time to repay the Fixed Deposits. The Hon'ble Company Law Board vide its Order dated 31.03.2016 read with 31.05.2016 followed by Order dated 16.11.2015 extended the time to repay the deposits matured by 31.03.2016 upto 30.09.2016 and for deposits matured after 31.03.2016, as per original term, Company Law Board has granted time upto 31.03.2017.

The Company has accordingly repaid the deposits that matured upto 31.03.2015 except those which remains unclaimed and also applied for further extension of time to repay deposits due upto 31.03.2016 till 31.03.2017. The matter is pending before the Hon'ble National Company Law Tribunal.





**15. Acceptance/ renewal/ repayment of deposits;**

**Comments/Observations:**

The Company has not accepted or renewed any Fixed Deposits during the year under report.

**16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;**

**Comments/Observations:**

The Company has not borrowed any money from its directors, members, public and others during the Financial Year 2015-16 except from the Banks/Financial Institutions and NBFCs and necessary charge has been filed w.r.t. creation, modification and satisfaction with the ROC.

**17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;**

**Comments/Observations:**

Since the company is engaged in providing the infrastructural facilities, Section 186 of the Act is not applicable to the Company.

**18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;**

**Comments/Observations:**

During the period under report, the Company has not altered the provisions of the Memorandum and Articles of Association of the Company.

Place: New Delhi

Date: 1<sup>st</sup> November, 2016

For Anjali Yadav & Associates  
Company Secretaries,



A handwritten signature in blue ink, appearing to read "Anjali Yadav".

Anjali Yadav  
Practicing Company Secretary

CP No. 757  
Fu No 6678